

NONPROFIT CORPORATION

STATE OF MAINE

(Consolidation of Domestic and Foreign Corporations)

ARTICLES OF CONSOLIDATION

(A _____ Corporation)

AND

(A _____ Corporation)

FORMING

(A _____ Corporation)

Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-B MRSA §906, the undersigned domestic and foreign corporations execute and deliver for filing the following **Articles** of Consolidation:

FIRST: The laws of the State(s) of _____, under which the foreign corporation(s) is (are) organized, permit such consolidation and said corporation(s) has (have) complied with the applicable provisions of such laws.

SECOND: The name of the new corporation is _____ and it is to be governed by the laws of the State of _____. If such corporation is to be governed by the laws of a State other than Maine, the corporation agrees that it may be served with process in the State of Maine in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such consolidation. The corporation irrevocably appoints the Secretary of State of Maine as its agent to accept service of process in any such proceedings and the address to which the Secretary of State shall mail a copy of any process in such proceeding is _____

THIRD: The plan of consolidation is set forth in Exhibit ____ attached hereto and made a part hereof.

FOURTH: ("X" one box only) As to the domestic corporation, the plan of consolidation was adopted in the following manner:

Name of Corporation _____

- ☐ By the members at a meeting on (date) _____, at which a quorum was present and such plan received at least a majority of the votes which members were entitled to cast.
- ☐ If the Articles of Incorporation require more than a majority vote, by the members at a meeting on (date) _____, and such plan received at least the percentage of votes of the members required by the Articles of Incorporation.
- ☐ By the written consent of all members entitled to vote with respect thereto, dated _____, without resolution of the board of directors.
- ☐ There being no members, or no members entitled to vote thereon, the plan was adopted by a majority vote of the board of directors in office at a meeting held on _____.

FIFTH: The address of the registered office in the State of Maine of _____
the participating domestic corporation is: _____

(street, city, state and zip code)

The address of the registered office of _____
the participating foreign corporation is:* _____

(street, city, state and zip code)

SIXTH: Effective date of the consolidation (if later than date of filing of Articles) is _____
(Not to exceed 60 days from date of filing of the Articles)

DATED _____

(name of corporation)

**By _____
(signature)

(type or print name and capacity)

**By _____
(signature)

(type or print name and capacity)

DATED _____

(name of corporation)

**By _____
(signature)

(type or print name and capacity)

**By _____
(signature)

(type or print name and capacity)

***MUST BE COMPLETED FOR VOTE
OF MEMBERS***

I certify that I have custody of the minutes showing
the above action by the members.

(name of corporation)

(signature of clerk, secretary or asst. secretary)

***MUST BE COMPLETED FOR VOTE
OF MEMBERS***

I certify that I have custody of the minutes showing
the above action by the members.

(name of corporation)

(signature of clerk, secretary or asst. secretary)

NOTE: If a domestic corporation is the result of this consolidation, **THIS FORM MUST BE ACCOMPANIED BY FORM MNPCA-18 (Acceptance of Appointment as Registered Agent §304.3.).**

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given **should** be the principal or registered office wherever located.

If this is a domestic corporation, this document **MUST be signed by

(1) the **Clerk or Secretary** OR

(2) the **President** or a vice-pres. **together with the Secretary** or an ass't. sec., or a 2nd certifying officer OR

(3) if no such officers, then a majority of the **Directors** OR

(4) if no such directors, then the **Members**.

If this is a foreign corporation, this document **MUST be signed by any duly authorized individual.

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**